

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

H. B. SHUTTLEWORTH
VICE PRESIDENT AND TREASURER

RECORDATION NO. 7419 Filed & Recorded

July 7, 1980

JUL 23 1980 - 9 40 AM

Chemical Bank
55 Water Street

New York, New York 10041 INTERSTATE COMMERCE COMMISSION

Attention: Mr. Francis J. Farrell
Senior Trust Officer

Equipment Trust Agreement, dated as of February 1, 1974, between Chemical Bank, as Trustee (the "Trustee"), and Union Pacific Railroad Company (the "Company"), as amended by a Letter Agreement, dated April 25, 1974, an Amendatory Agreement, dated as of October 30, 1974, and a Second Amendatory Agreement, dated as of August 1, 1979 (as so amended the "Agreement"); Recordation Nos. 7419, 7419-A, 7419-B and 7914-A

Gentlemen:

In accordance with Section 4.6 of the above captioned Agreement, you are hereby notified that the numbers of certain units of Trust Equipment have been changed as reflected in the Statement of New Numbers (the "Statement") attached hereto.

Please acknowledge the filing by the Company with the Trustee of the Statement by executing and returning to the attention of the undersigned the four enclosed copies of this notice. In accordance with such Section 4.6 of the Agreement, the Company will file and have recorded a copy of the notice and the attached Statement with the Interstate Commerce

Chemical Bank
July 7, 1980
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Commission as provided in Section 6.4 of the Agreement
and will provide you with evidence of such filing and
recordation.

Very truly yours,

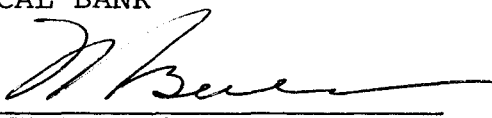
UNION PACIFIC RAILROAD COMPANY

By: 
Vice President and Treasurer

KPJ:b
Encls.

Filing acknowledged.

CHEMICAL BANK

By: 
W. H. BERLS, Senior Trust Officer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this *17th* day of July, 1980, before me personally appeared *W. H. BERLE, Sr. Tr. Off.* to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CHEMICAL BANK and that the foregoing instrument was signed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

William R. Keyes
Notary Public

WILLIAM R. KEYES
Notary Public, State of New York
No. 24-4696213
Qualified in New York County
Commission Expires March 30, 1981

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this *8th* day of July, 1980, before me personally appeared H. B. SHUTTLEWORTH, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of UNION PACIFIC RAILROAD COMPANY and that the foregoing instrument was signed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of the said corporation.

Kendrick P. Jones
Notary Public
KENDRICK P. JONES
Notary Public, State of New York
No. 317115925
Qualified in New York County
Commission Expires March 30, 1981

UNION PACIFIC EQUIPMENT TRUST NO.2 OF 1974
STATEMENT OF NEW NUMBERS

<u>No. of Units</u>	<u>Description</u>	<u>Old Numbers</u>	<u>New Number</u>
8	100-ton, 61' bulkhead flat cars, Class F-100-14, Por- tec, Inc., builder	UP215734 to UP215741, both inclu- sive	UP215784 to UP215791, both inclu